



Notice of Annual General Meeting of International Breweries Plc

NOTICE IS HEREBY GIVEN that the 45th Annual General Meeting of INTERNATIONAL BREWERIES PLC will hold at The Wheatbaker, 4 Onitolo Avenue, Ikoyi-Lagos on **Thursday 11 August 2022 at 10.00.a.m** to consider and if thought fit, pass the following resolutions:

A. ORDINARY BUSINESS

1. To lay before the meeting the Report of the Directors, the Statement of Financial Position as at 31 December 2021, together with the Statement of Comprehensive Income for the year ended on that date and the Reports thereon of the Independent Auditors and the Audit Committee.
2. To ratify/re-elect Director(s).
3. To authorize the Directors to fix the remuneration of the External Auditors.
4. To Disclose the Remuneration of Managers of the Company in line with Section 257 of the Companies and Allied Matters Act, 2020
5. To elect shareholder representatives to the Audit Committee.

B. SPECIAL BUSINESS

6. To fix the remuneration of Directors
7. To consider and if thought fit, pass the following resolutions as special resolutions:
 - 7.1 "That the Directors be and are hereby authorized to consider options to include but not limited to bonus issue, rights issue, cancellation of unissued shares, debt to equity conversion, in procuring the Company's compliance with the Corporate Affairs Commission's directive on unissued share capital before the December 31, 2022, deadline."
 - 7.2 "That pursuant to Resolution 7.1 above, the Directors be and are hereby authorized to amend the appropriate clause in the Company's Memorandum of Association to reflect the eventual changes".
 - 7.3 "That the Directors be and are hereby authorized to enter and execute agreements, deeds, notices or any other document, and to perform all acts and to do all such other things necessary for or incidental to give effect to the option to Resolutions 7.1 and effect to amend 7.2 above, including but not limited to appointing professional parties, consultants and advisers and complying with the directives of the regulators in this regard".

Muyiwa Ayojimi

Company Secretary/General Counsel

FRC/2013/NBA/00000002667

Plot 5A Abuja Street, Banana Island

Ikoyi-Lagos.



NOTES

1. Proxy

In view of the COVID-19 pandemic, the restrictions by the Federal and State Government on mass gatherings and in line with the Guidelines issued by the Corporate Affairs Commission on holding AGMs using proxies, attendance at the AGM shall only be by proxy. Shareholders may choose from the following persons as their proxies-

1. HRM Nanemeka Alfred Achebe (Board Chairman),
2. Ms. Toyin Odulate, (Independent Non-Executive Director)
3. Mr. Bruno Zambrano (Director) and
4. Mr. Muyiwa Ayojimi (Company Secretary)

Consequently, a member entitled to attend and vote at the AGM is advised to select from the proxies contained in the proxy form. A Proxy Form is attached to the Annual Report.

For the Proxy to be valid for the purposes of attending the meeting, it must be completed, detached and deposited with the Registrars, Apel Capital Registrars, 8 Alhaji Bashorun Street, off Norman Williams, S.W. Ikoyi, Lagos or sent by email to: registrars@apel.com.ng not later than 40 hours prior to the time of the meeting. The company shall bear the cost of stamping the proxy forms in accordance with the Stamp Duties Act 2014.

2. Closure of Register and Transfer Books

The Register of Members and Transfer Books will be closed from Friday 22 July 2022 to Tuesday 27 July 2022 (both dates inclusive) for updating the Register of Members.

3. Nomination to the Audit Committee

In accordance with Section 406 of the Companies and Allied Matters Act, 2020 CAMA, any member may nominate a Shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at the registered office at least 21 days before the Annual General Meeting.

4. Change of Address

Members are requested to notify the Registrar of changes, if any, in their registered addresses and/or other details.

5. Unclaimed Dividend

Members who are yet to claim their previous dividend(s) are advised to write to or call at the office of the Registrars, Apel Capital Registrars, 8 Alhaji Bashorun Street, off Norman Williams, S.W. Ikoyi, Lagos. Members are further urged to advise the Registrar of any change in their security records and, open a CSCS account.



6. E-Annual Report

The electronic version of the Annual report is available at <https://www.internationalbreweriesplc.com> and the Registrar's website. Shareholders may download the electronic version on the websites.

7. Live Streaming of the AGM

The AGM will be streamed live. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM livestream would be made available on the Company's website at <https://www.international-breweriesplc.com> and through the Registrar's platform.

8. Re-Election of Directors

Pursuant to Section 285 (1) of the Companies and Allied Matters Act 2020, the Directors to retire by rotation are Mr. Olugbenga Awomolo, Mr. Akintoye Omole and Mrs. Tolulope Adedeji. They have indicated their willingness to stay in office and offer themselves for re-election. Their profiles are contained in the Annual Report.

In line with Sections 278 (1) and 282 of the Companies and Allied Matters Act 2020, His Majesty, Nnaemeka A. Achebe and Igwe Peter Anugwu give notice and disclose that they are both over the age of 70 and they are offering themselves for re-election at this meeting.

9. Right to ask questions

In accordance with Rule 19.12 of the Nigerian Exchange Limited "NGX", shareholders and other holders of the Company's securities have the right to ask questions not only at the meeting but also can do so in writing prior to the meeting. Such questions and or concerns, arising from the Annual Report and Financial Statements may be submitted to the office of the Company Secretary with a copy to the NSE. Shareholders are advised to send their questions or comments relating to the Annual Reports and Financial Statements for the period to international.breweries@ng.ab-inbev.com for appropriate response.

10. E-Annual Report

To improve the efficiency and delivery of the Annual Report, an electronic copy is available for download on the Company's website <https://www.international-breweriesplc.com>. To receive a copy via email, kindly send an email to international.breweries@ng.ab-inbev.com

Dated 15 July, 2022